



HEALTH QUARTERLY STATEMENT

AS OF SEPTEMBER 30, 2010
OF THE CONDITION AND AFFAIRS OF THE

Great Lakes Health Plan, Inc

NAIC Group Code 0707 0707 NAIC Company Code 95467 Employer's ID Number 38-3204052
(Current) (Prior)

Organized under the Laws of Michigan, State of Domicile or Port of Entry Michigan

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [] No [X]

Incorporated/Organized 01/11/1994 Commenced Business 10/11/1994

Statutory Home Office 26957 Northwestern Highway, Suite 400, Southfield, MI 48033
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 26957 Northwestern Highway, Suite 400
(Street and Number)
Southfield, MI 48033, 248-559-5656
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 26957 Northwestern Highway, Suite 400, Southfield, MI 48033
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 26957 Northwestern Highway, Suite 400
(Street and Number)
Southfield, MI 48033, 248-331-4284
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.glhp.com

Statutory Statement Contact David Keith Livingston, 248-331-4269
(Name) (Area Code) (Telephone Number)
dlivingston@glhp.com, 248-556-4640
(E-mail Address) (FAX Number)

OFFICERS

President David Keith Livingston Treasurer Robert Worth Oberrender

Secretary Eric Jacob Wexler

OTHER

Lisa Ann Gray Chief Operating Officer John William Kelly VP Tax Services Guy Steven Gauthier # Chief Financial Officer

Rachel Veronica Godwin VP Health Services David Bruce Siegel Medical Director

DIRECTORS OR TRUSTEES

James Daniel Donovan Jr. # Chris Alan Scherer William Everett Ralston

John Joseph Kaelin Laura Ann Spicer

State of Michigan State of Michigan State of Minnesota

County of Oakland County of Oakland County of Hennepin

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

David Keith Livingston Eric Jacob Wexler Robert Worth Oberrender
President Secretary Treasurer

Subscribed and sworn to before me this Subscribed and sworn to before me this Subscribed and sworn to before me this
day of day of day of

- a. Is this an original filing?..... Yes [X] No []
- b. If no,
1. State the amendment number.....
2. Date filed.....
3. Number of pages attached.....

ASSETS

	Current Statement Date			4 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	28,564,187		28,564,187	25,345,819
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	0		0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$(5,555,383)), cash equivalents (\$44,937,468), and short-term investments (\$72,344,342)	111,726,427		111,726,427	68,104,717
6. Contract loans (including \$ premium notes)			0	0
7. Derivatives			0	0
8. Other invested assets			0	0
9. Receivables for securities	0		0	0
10. Aggregate write-ins for invested assets	0	0	0	0
11. Subtotals, cash and invested assets (Lines 1 to 10)	140,290,614	0	140,290,614	93,450,536
12. Title plants less \$ charged off (for Title insurers only)			0	0
13. Investment income due and accrued	446,856		446,856	311,721
14. Premiums and considerations:				
14.1 Uncollected premiums and agents' balances in the course of collection	0		0	0
14.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums)			0	0
14.3 Accrued retrospective premiums	0		0	0
15. Reinsurance:				
15.1 Amounts recoverable from reinsurers	0		0	0
15.2 Funds held by or deposited with reinsured companies			0	0
15.3 Other amounts receivable under reinsurance contracts			0	0
16. Amounts receivable relating to uninsured plans	227,458		227,458	38,611
17.1 Current federal and foreign income tax recoverable and interest thereon	0		0	5,901,361
17.2 Net deferred tax asset	559,615	0	559,615	777,056
18. Guaranty funds receivable or on deposit			0	0
19. Electronic data processing equipment and software			0	0
20. Furniture and equipment, including health care delivery assets (\$)			0	0
21. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
22. Receivables from parent, subsidiaries and affiliates	8,734		8,734	0
23. Health care (\$4,039,696) and other amounts receivable	4,105,701	61,384	4,044,317	10,821,237
24. Aggregate write-ins for other than invested assets	0	0	0	0
25. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 11 to 24)	145,638,978	61,384	145,577,594	111,300,522
26. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
27. Total (Lines 25 and 26)	145,638,978	61,384	145,577,594	111,300,522
DETAILS OF WRITE-INS				
1001.				
1002.				
1003.				
1098. Summary of remaining write-ins for Line 10 from overflow page	0	0	0	0
1099. Totals (Lines 1001 through 1003 plus 1098)(Line 10 above)	0	0	0	0
2401.				
2402.				
2403.				
2498. Summary of remaining write-ins for Line 24 from overflow page	0	0	0	0
2499. Totals (Lines 2401 through 2403 plus 2498)(Line 24 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	63,207,667		63,207,667	63,956,475
2. Accrued medical incentive pool and bonus amounts	1,719,044		1,719,044	955,400
3. Unpaid claims adjustment expenses	922,593		922,593	1,484,992
4. Aggregate health policy reserves	55,111		55,111	41,409
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance	397,734		397,734	0
9. General expenses due or accrued	5,015,839		5,015,839	238,628
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))	254,244		254,244	0
10.2 Net deferred tax liability	0		0	0
11. Ceded reinsurance premiums payable	0		0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated	0		0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates	6,542,040		6,542,040	4,525,491
16. Derivatives			0	0
17. Payable for securities	3,085,940		3,085,940	0
18. Funds held under reinsurance treaties (with \$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
19. Reinsurance in unauthorized companies			0	0
20. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
21. Liability for amounts held under uninsured plans	0		0	0
22. Aggregate write-ins for other liabilities (including \$ current)	80,318	0	80,318	20,829
23. Total liabilities (Lines 1 to 22)	81,280,530	0	81,280,530	71,223,224
24. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
25. Common capital stock	XXX	XXX		
26. Preferred capital stock	XXX	XXX		
27. Gross paid in and contributed surplus	XXX	XXX	47,003,392	22,003,392
28. Surplus notes	XXX	XXX		0
29. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
30. Unassigned funds (surplus)	XXX	XXX	17,293,672	18,073,907
31. Less treasury stock, at cost:				
31.1 shares common (value included in Line 25 \$)	XXX	XXX		
31.2 shares preferred (value included in Line 26 \$)	XXX	XXX		
32. Total capital and surplus (Lines 24 to 30 minus Line 31)	XXX	XXX	64,297,063	40,077,299
33. Total liabilities, capital and surplus (Lines 23 and 32)	XXX	XXX	145,577,594	111,300,522
DETAILS OF WRITE-INS				
2201. Escheat funds	80,318		80,318	20,829
2202.				
2203.				
2298. Summary of remaining write-ins for Line 22 from overflow page	0	0	0	0
2299. Totals (Lines 2201 through 2203 plus 2298)(Line 22 above)	80,318	0	80,318	20,829
2401.	XXX	XXX		
2402.	XXX	XXX		
2403.	XXX	XXX		
2498. Summary of remaining write-ins for Line 24 from overflow page	XXX	XXX	0	0
2499. Totals (Lines 2401 through 2403 plus 2498)(Line 24 above)	XXX	XXX	0	0
2901.	XXX	XXX		
2902.	XXX	XXX		
2903.	XXX	XXX		
2998. Summary of remaining write-ins for Line 29 from overflow page	XXX	XXX	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months	XXX	2,016,993	1,691,373	2,294,672
2. Net premium income (including \$ non-health premium income).....	XXX	588,687,875	485,405,457	679,558,690
3. Change in unearned premium reserves and reserve for rate credits.....	XXX	(18,652)		0
4. Fee-for-service (net of \$ medical expenses)	XXX			0
5. Risk revenue	XXX			0
6. Aggregate write-ins for other health care related revenues	XXX	0	(27,887,662)	(8,247,229)
7. Aggregate write-ins for other non-health revenues	XXX	0	0	0
8. Total revenues (Lines 2 to 7)	XXX	588,669,223	457,517,795	671,311,461
Hospital and Medical:				
9. Hospital/medical benefits		399,683,476	337,126,721	465,112,961
10. Other professional services		10,302,776	10,875,580	16,128,489
11. Outside referrals				0
12. Emergency room and out-of-area		21,630,027	17,835,216	24,815,048
13. Prescription drugs		59,092,001	50,829,747	68,284,971
14. Aggregate write-ins for other hospital and medical	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts		3,626,205	1,072,501	4,183,415
16. Subtotal (Lines 9 to 15)	0	494,334,485	417,739,765	578,524,884
Less:				
17. Net reinsurance recoveries		447,183	(987,657)	413,689
18. Total hospital and medical (Lines 16 minus 17)	0	493,887,303	418,727,422	578,111,195
19. Non-health claims (net)				
20. Claims adjustment expenses, including \$6,262,775 cost containment expenses	0	8,388,958	5,754,538	9,020,600
21. General administrative expenses		86,535,626	42,876,499	87,326,478
22. Increase in reserves for life and accident and health contracts (including \$ increase in reserves for life only)				0
23. Total underwriting deductions (Lines 18 through 22).....	0	588,811,887	467,358,459	674,458,273
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	(142,664)	(9,840,664)	(3,146,812)
25. Net investment income earned		852,298	1,297,208	1,617,439
26. Net realized capital gains (losses) less capital gains tax of \$53,042		97,318	(62,315)	97,647
27. Net investment gains (losses) (Lines 25 plus 26)	0	949,616	1,234,893	1,715,086
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)].				
29. Aggregate write-ins for other income or expenses	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	806,952	(8,605,771)	(1,431,726)
31. Federal and foreign income taxes incurred	XXX	219,764	(3,012,020)	(767,597)
32. Net income (loss) (Lines 30 minus 31)	XXX	587,188	(5,593,751)	(664,129)
DETAILS OF WRITE-INS				
0601. QAAP tax	XXX		(8,247,229)	(8,247,229)
0602. Sales and Use Tax	XXX		(19,640,433)	
0603.	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above)	XXX	0	(27,887,662)	(8,247,229)
0701.	XXX			
0702.	XXX			
0703.	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above)	XXX	0	0	0
1401.				
1402.				
1403.				
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above)	0	0	0	0
2901.				
2902.				
2903.				
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above)	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
CAPITAL AND SURPLUS ACCOUNT			
33. Capital and surplus prior reporting year.....	40,077,299	49,938,539	49,938,539
34. Net income or (loss) from Line 32	587,188	(5,593,751)	(664,129)
35. Change in valuation basis of aggregate policy and claim reserves			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$			
37. Change in net unrealized foreign exchange capital gain or (loss)			
38. Change in net deferred income tax	(217,441)		(1,347,082)
39. Change in nonadmitted assets	391,896	1,233,908	8,021,852
40. Change in unauthorized reinsurance	0	0	0
41. Change in treasury stock	0	0	0
42. Change in surplus notes	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in	25,000,000	0	0
45.2 Transferred to capital (Stock Dividend)			
45.3 Transferred from capital			
46. Dividends to stockholders		(7,284,000)	(7,284,000)
47. Aggregate write-ins for gains or (losses) in surplus	(1,541,879)	(998,472)	(8,587,881)
48. Net change in capital & surplus (Lines 34 to 47)	24,219,764	(12,642,315)	(9,861,240)
49. Capital and surplus end of reporting period (Line 33 plus 48)	64,297,063	37,296,224	40,077,299
DETAILS OF WRITE-INS			
4701. 2009 tax true up correction of error	(1,067,232)		0
4702. 2008 MBT true up correction of error	(474,647)		0
4703. 2007 change in deferred tax correction of error		(349,465)	(349,465)
4798. Summary of remaining write-ins for Line 47 from overflow page	0	(649,007)	(8,238,416)
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	(1,541,879)	(998,472)	(8,587,881)

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	589,080,661	455,820,167	671,352,870
2. Net investment income	835,505	1,373,219	1,818,294
3. Miscellaneous income	0	0	0
4. Total (Lines 1 to 3)	589,916,165	457,193,386	673,171,164
5. Benefit and loss related payments	486,703,649	398,251,875	563,353,374
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7. Commissions, expenses paid and aggregate write-ins for deductions	90,909,349	49,780,264	92,773,559
8. Dividends paid to policyholders			
9. Federal and foreign income taxes paid (recovered) net of \$ 53,042 tax on capital gains (losses)	(5,882,799)	3,530,512	5,276,866
10. Total (Lines 5 through 9)	571,730,199	451,562,651	661,403,799
11. Net cash from operations (Line 4 minus Line 10)	18,185,967	5,630,735	11,767,365
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	4,449,673	2,665,883	12,369,188
12.2 Stocks	0	0	0
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	3,085,940	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	7,535,613	2,665,883	12,369,188
13. Cost of investments acquired (long-term only):			
13.1 Bonds	7,625,294	3,938,652	4,000,970
13.2 Stocks	0	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	0	0	0
13.6 Miscellaneous applications	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	7,625,294	3,938,652	4,000,970
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(89,681)	(1,272,769)	8,368,218
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	25,000,000	0	0
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	7,284,000
16.6 Other cash provided (applied)	525,424	16,093,404	(4,155,815)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	25,525,424	16,093,404	(11,439,815)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	43,621,710	20,451,370	8,695,768
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	68,104,717	59,408,949	59,408,949
19.2 End of period (Line 18 plus Line 19.1)	111,726,427	79,860,319	68,104,717

Note: Supplemental disclosures of cash flow information for non-cash transactions:

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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	208,474	0	0	0	0	0	0	893	207,581	0
2. First Quarter	216,478							1,082	215,396	
3. Second Quarter	226,769							1,258	225,511	
4. Third Quarter	230,343							1,612	228,731	
5. Current Year	0									
6. Current Year Member Months	2,016,993							11,533	2,005,460	
Total Member Ambulatory Encounters for Period:										
7. Physician	1,325,274							14,753	1,310,521	
8. Non-Physician	593,673							5,718	587,955	
9. Total	1,918,947	0	0	0	0	0	0	20,471	1,898,476	0
10. Hospital Patient Days Incurred	80,315							2,546	77,769	
11. Number of Inpatient Admissions	18,595							372	18,223	
12. Health Premiums Written (a)	589,970,880							12,105,964	577,864,916	
13. Life Premiums Direct	0									
14. Property/Casualty Premiums Written	0									
15. Health Premiums Earned	589,952,228							12,087,312	577,864,916	
16. Property/Casualty Premiums Earned	0									
17. Amount Paid for Provision of Health Care Services.....	493,872,467							7,566,858	486,305,609	
18. Amount Incurred for Provision of Health Care Services	494,334,485							8,542,136	485,792,349	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ 12,105,964

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital and medical)					0	0
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare	1,100,912	6,465,946	1,050,118	485,175	2,151,030	1,183,306
7. Title XIX - Medicaid	39,171,585	444,271,465	13,724,653	47,947,720	52,896,238	62,773,169
8. Other health					0	0
9. Health subtotal (Lines 1 to 8)	40,272,497	450,737,411	14,774,771	48,432,895	55,047,268	63,956,475
10. Healthcare receivables (a)					0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts	2,296,812	565,748		1,719,045	2,296,812	955,400
13. Totals	42,569,309	451,303,159	14,774,771	50,151,940	57,344,080	64,911,875

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Accounting Practices

The financial statements of Great Lakes Health Plan, Inc. are presented on the basis of accounting practices prescribed or permitted by the Office of Financial and Insurance Regulation of the State of Michigan ("OFIR").

The OFIR recognizes only statutory accounting practices prescribed or permitted by the OFIR for determining and reporting the financial condition and results of operations of an HMO and for determining its solvency under Michigan insurance law. OFIR prescribes the use of the National Association of Insurance Commissioners' (NAIC) *Accounting Practices and Procedures Manual* — (NAIC SAP) in effect for the accounting periods covered in the financial statements. No significant differences exist between the statutory practices prescribed or permitted by the OFIR and those prescribed or permitted by the NAIC SAP which would materially affect the statutory basis capital and surplus.

2. ACCOUNTING CHANGES AND CORRECTIONS OF ERRORS

During the 2009 audit period, the Company corrected tax errors in the amount of approximately (\$1.1M). In addition, the Company also recorded a true up of approximately (\$475K) related to the 2008 Michigan Business Tax. The cumulative effect of these prior year errors were recorded by the Company through capital and surplus in accordance with SSAP No. 3, *Accounting Changes and Corrections of Errors*, and are reflected in the accompanying statutory basis statements of changes in capital and surplus for the nine months ended September 30, 2010.

3. BUSINESS COMBINATIONS AND GOODWILL

No significant change.

4. DISCONTINUED OPERATIONS

No significant change.

5. INVESTMENTS

A. No significant change.

B. No significant change.

C. No significant change.

D. Loan-Backed Securities

1) N/A

2) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.

3) N/A

4) & 5) The Company did not have Other-than-temporary impairments on mortgage-type investments as of September 30, 2010:

6) The Company did not have impaired securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss as of September 30, 2010.

7) N/A

E. No significant change.

F. No significant change.

G. No significant change.

6. JOINT VENTURES, PARTNERSHIPS, AND LIABILITY COMPANIES

Not applicable.

7. INVESTMENT INCOME

No significant change.

8. DERIVATIVE INSTRUMENTS

Not applicable.

9. INCOME TAXES

No significant change.

10. INFORMATION CONCERNING PARENT, SUBSIDIARY AND AFFILIATES

No significant change.

11. DEBT

No significant change.

12. RETIREMENT PLANS, DEFERRED COMPENSATION AND OTHER POSTRETIREMENT BENEFIT PLANS

No significant change.

13. CAPITAL SURPLUS, SHAREHOLDERS' DIVIDENDS RESTRICTIONS, AND QUASI-REORGANIZATIONS

No significant change.

14. CONTINGENCIES

No significant change.

15. LEASES

No significant change.

16. INFORMATION ABOUT FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK AND FINANCIAL INSTRUMENTS WITH CONCENTRATION OF CREDIT RISK

No significant change.

17. SALE, TRANSFER, AND SERVICING OF FINANCIAL ASSETS AND EXTINGUISHMENTS OF LIABILITIES

- A. The Company did not have any transfers of receivables reported as sales as of September 30, 2010 or December 31, 2009.
- B. The Company did not have any transfer and servicing of financial assets as of September 30, 2010 or December 31, 2009.
- C. No transactions involving wash sales of securities with a NAIC designation of 3 or below or unrated securities occurred during the year ended September 30, 2010 or December 31, 2009.

18. GAIN/LOSS TO THE REPORTING ENTITY FROM UNISURED PLANS AND THE UNINSURED PORTION OF PARTIALLY INSURED PLANS

No significant change.

19. DIRECT PREMIUMS WRITTEN/PRODUCED BY MANAGING GENERAL AGENTS/THIRD PARTY ADMINISTRATORS

No significant change.

20. OTHER ITEMS

No significant change.

21. EVENTS SUBSEQUENT

No significant change.

22. REINSURANCE

No significant change.

23. RETROSPECTIVELY RATED CONTRACTS & CONTRACTS SUBJECT TO REDETERMINATION

No significant change.

24. CHANGE IN INCURRED AND CLAIM ADJUSTMENT EXPENSES

Changes in estimates related to prior years' incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the

STATEMENT AS OF SEPTEMBER 30, 2010 OF THE Great Lakes Health Plan, Inc.

claims unpaid liability and the medical incentive pool and bonus amounts payable, for the nine months ended September 30, 2010 and 2009 (in thousands):

	2010		
	Current Year Incurred Claims	Prior Year Incurred Claims	Total
Beginning of year claim reserve	-	\$ (64,912)	\$ (64,912)
Paid claims	\$ 451,303	42,569	493,872
End of year claim reserve	50,152	14,775	64,927
Incurred claims	<u>\$ 501,455</u>	<u>\$ (7,568)</u>	<u>\$ 493,887</u>
	2009		
	Current Year Incurred Claims	Prior Year Incurred Claims	Total
Beginning of year claim reserve	-	\$ (43,172)	\$ (43,172)
Paid claims	373,352	24,900	398,252
End of year claim reserve	63,253	394	63,647
Incurred claims	<u>\$436,605</u>	<u>\$ (17,878)</u>	<u>\$418,727</u>

The liability for claims unpaid at December 31, 2009 exceeded the actual claims incurred in 2010 related to those liabilities as a result of GME.HRA reserves of approximately \$7.6 million. The primary drivers consist of favorable development as a result of ongoing analysis of loss development trends and changes to the provider settlement reserves.

The Company incurred claims adjustment expenses of approximately \$8.4 million for the nine months ended September 30, 2010 compared with \$5.8 million for the nine months ended September 30, 2009. These costs are included in the management services fees paid by the Company as a part of its management agreements. The following tables disclose paid claims adjustment expenses, incurred claims adjustment expenses, and the balance in the unpaid claim adjustment expenses reserve, for the nine months ended September 30, 2010 and 2009 (in thousands):

	2010	2009
Total claims adjustment expenses incurred	\$ 8,389	\$ 5,755
Less current year unpaid claims adjustment expenses	923	1,414
Add prior year unpaid claims adjustment expenses	1,485	1,004
Total claims adjustment expenses paid	<u>\$ 8,951</u>	<u>\$ 5,345</u>

25. INTERCOMPANY POOLING ARRANGEMENTS

Not applicable.

26. STRUCTURED SETTLEMENTS

Not applicable.

27. HEALTH CARE RECEIVABLES

No significant change.

28. PARTICIPATING POLICIES

Not applicable.

29. PREMIUM DEFICIENCY RESERVES

No significant change.

30. ANTICIPATED SALVAGE AND SUBROGATION

Not applicable.

STATEMENT AS OF SEPTEMBER 30, 2010 OF THE Great Lakes Health Plan, Inc.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes [☐] No [☒]
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes [☐] No [☐]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes [☐] No [☒]
- 2.2

If yes, date of change:
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes [☒] No [☐]

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes [☐] No [☒]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes [☐] No [☒] N/A [☐]

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2007
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2007
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

06/22/2009
- 6.4

By what department or departments?
Office of Financial and Insurance Regulation of the State of Michigan
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes [☒] No [☐] N/A [☐]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with?

Yes [☒] No [☐] N/A [☐]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes [☐] No [☒]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes [☐] No [☒]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes [☒] No [☐]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
OptumHealth Bank	Salt Lake City, Utah				YES.....	

STATEMENT AS OF SEPTEMBER 30, 2010 OF THE Great Lakes Health Plan, Inc.

GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
(c) Compliance with applicable governmental laws, rules and regulations;
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
(e) Accountability for adherence to the code.

Yes [X] No []
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended?

Yes [] No [X]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers?

Yes [] No [X]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes [X] No []
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:\$.....

0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes [] No [X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$.....
13.

Amount of real estate and mortgages held in short-term investments:

\$.....
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes [] No [X]
- 14.2

If yes, please complete the following:
- | | 1 | 2 |
|---|---|--|
| | Prior Year-End
Book/Adjusted
Carrying Value | Current Quarter
Book/Adjusted
Carrying Value |
| 14.21 Bonds | \$.....0 | \$..... |
| 14.22 Preferred Stock | \$.....0 | \$..... |
| 14.23 Common Stock | \$.....0 | \$..... |
| 14.24 Short-Term Investments | \$.....0 | \$..... |
| 14.25 Mortgage Loans on Real Estate | \$.....0 | \$..... |
| 14.26 All Other | \$.....0 | \$..... |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) | \$.....0 | \$.....0 |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above | \$..... | \$..... |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes [] No [X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes [] No []
- If no, attach a description with this statement.

STATEMENT AS OF SEPTEMBER 30, 2010 OF THE Great Lakes Health Plan, Inc.

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, F - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
State Street Bank	801 Pennsylvania Avenue, Kansas City, MO 64105
Bank of New York Mellon	Global Liquidity Services, 1 Wall Street, 14th Floor, New York, NY 10286

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? Yes [] No [X]
- 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
106595	Wellington Company, LLP	75 State Street Bank, Boston, MA 02109
0	Internally Managed	0

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes [X] No []
- 17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1.

Operating Percentages:

1.1 A&H loss percent

85.0 %

1.2 A&H cost containment percent

1.1 %

1.3 A&H expense percent excluding cost containment expenses

15.1 %
- 2.1

Do you act as a custodian for health savings accounts?

Yes [] No [X]
- 2.2

If yes, please provide the amount of custodial funds held as of the reporting date

\$
- 2.3

Do you act as an administrator for health savings accounts?

Yes [] No [X]
- 2.4

If yes, please provide the balance of the funds administered as of the reporting date

\$

STATEMENT AS OF SEPTEMBER 30, 2010 OF THE Great Lakes Health Plan, Inc.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Location	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories

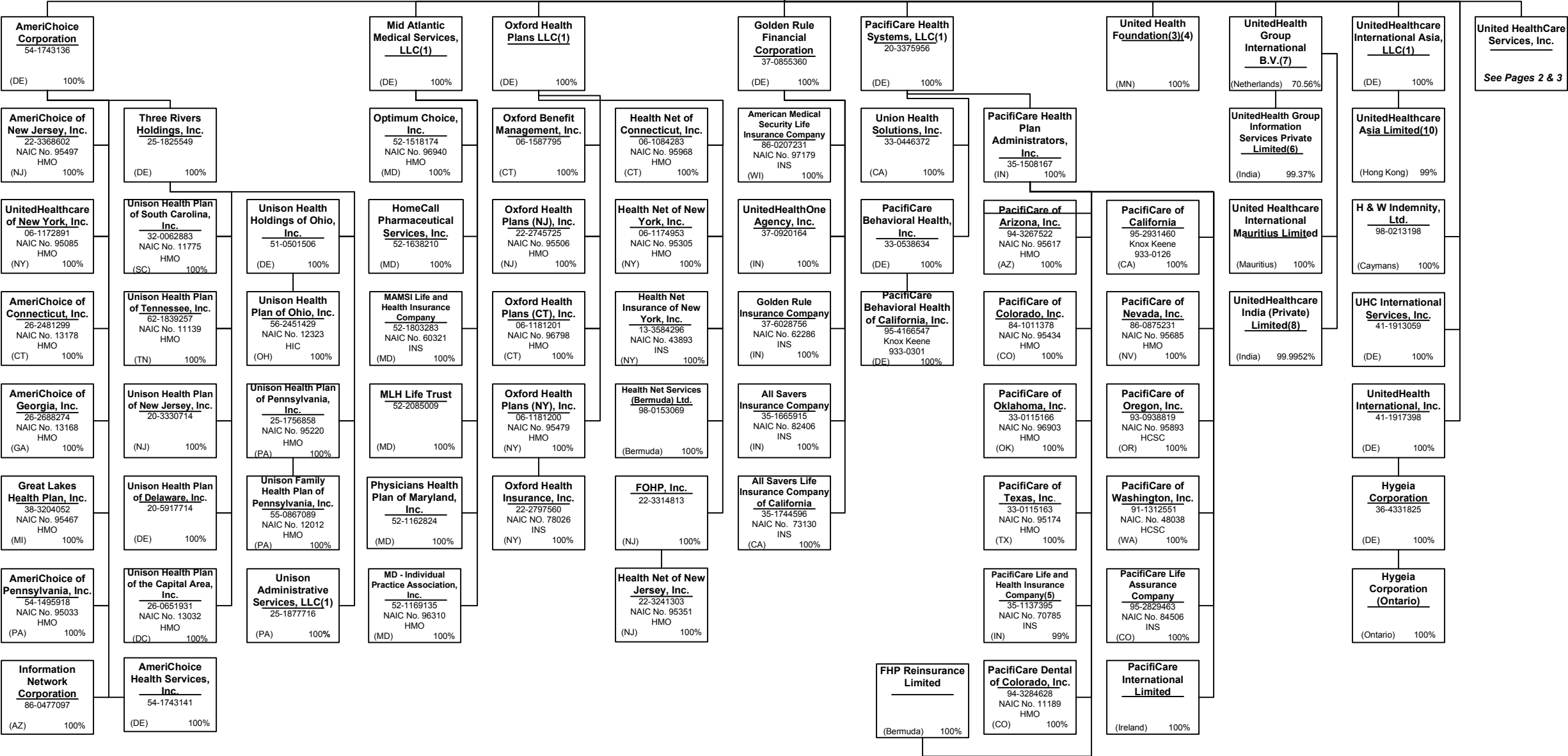
			1	Direct Business Only							
			2	3	4	5	6	7	8	9	
States, etc.			Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama	AL	N							0	
2.	Alaska	AK	N							0	
3.	Arizona	AZ	N							0	
4.	Arkansas	AR	N							0	
5.	California	CA	N							0	
6.	Colorado	CO	N							0	
7.	Connecticut	CT	N							0	
8.	Delaware	DE	N							0	
9.	District of Columbia ..	DC	N							0	
10.	Florida	FL	N							0	
11.	Georgia	GA	N							0	
12.	Hawaii	HI	N							0	
13.	Idaho	ID	N							0	
14.	Illinois	IL	N							0	
15.	Indiana	IN	N							0	
16.	Iowa	IA	N							0	
17.	Kansas	KS	N							0	
18.	Kentucky	KY	N							0	
19.	Louisiana	LA	N							0	
20.	Maine	ME	N							0	
21.	Maryland	MD	N							0	
22.	Massachusetts	MA	N							0	
23.	Michigan	MI	L		12, 105, 964	577, 864, 916				589, 970, 880	
24.	Minnesota	MN	N							0	
25.	Mississippi	MS	N							0	
26.	Missouri	MO	N							0	
27.	Montana	MT	N							0	
28.	Nebraska	NE	N							0	
29.	Nevada	NV	N							0	
30.	New Hampshire	NH	N							0	
31.	New Jersey	NJ	N							0	
32.	New Mexico	NM	N							0	
33.	New York	NY	N							0	
34.	North Carolina	NC	N							0	
35.	North Dakota	ND	N							0	
36.	Ohio	OH	N							0	
37.	Oklahoma	OK	N							0	
38.	Oregon	OR	N							0	
39.	Pennsylvania	PA	N							0	
40.	Rhode Island	RI	N							0	
41.	South Carolina	SC	N							0	
42.	South Dakota	SD	N							0	
43.	Tennessee	TN	N							0	
44.	Texas	TX	N							0	
45.	Utah	UT	N							0	
46.	Vermont	VT	N							0	
47.	Virginia	VA	N							0	
48.	Washington	WA	N							0	
49.	West Virginia	WV	N							0	
50.	Wisconsin	WI	N							0	
51.	Wyoming	WY	N							0	
52.	American Samoa	AS	N							0	
53.	Guam	GU	N							0	
54.	Puerto Rico	PR	N							0	
55.	U.S. Virgin Islands ...	VI	N							0	
56.	Nothern Mariana Islands	MP	N							0	
57.	Canada	CN	N							0	
58.	Aggregate Other Aliens	OT	XXX	0	0	0	0	0	0	0	0
59.	Subtotal	XXX	0	12, 105, 964	577, 864, 916	0	0	0	0	589, 970, 880	0
60.	Reporting Entity Contributions for Employee Benefit Plans	XXX								0	
61.	Totals (Direct Business)	(a) 1	0	12, 105, 964	577, 864, 916	0	0	0	0	589, 970, 880	0
DETAILS OF WRITE-INS											
5801.			XXX								
5802.			XXX								
5803.			XXX								
5898.	Summary of remaining write-ins for Line 58 from overflow page		XXX	0	0	0	0	0	0	0	0
5899.	Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)		XXX	0	0	0	0	0	0	0	

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.
(a) Insert the number of L responses except for Canada and Other Alien.
All premiums written within the state of Michigan

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

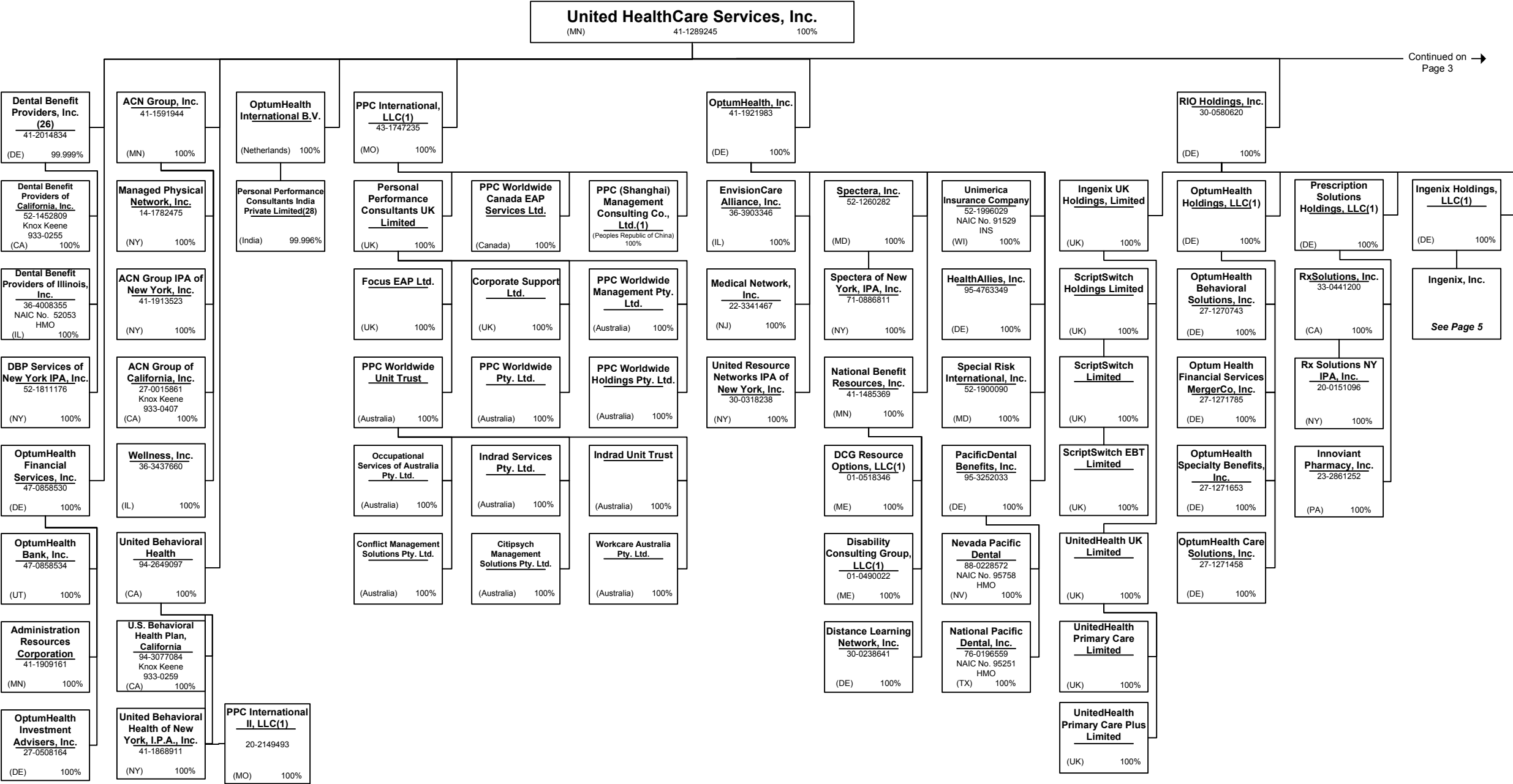
UnitedHealth Group Incorporated
(MN) 41-1321939



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

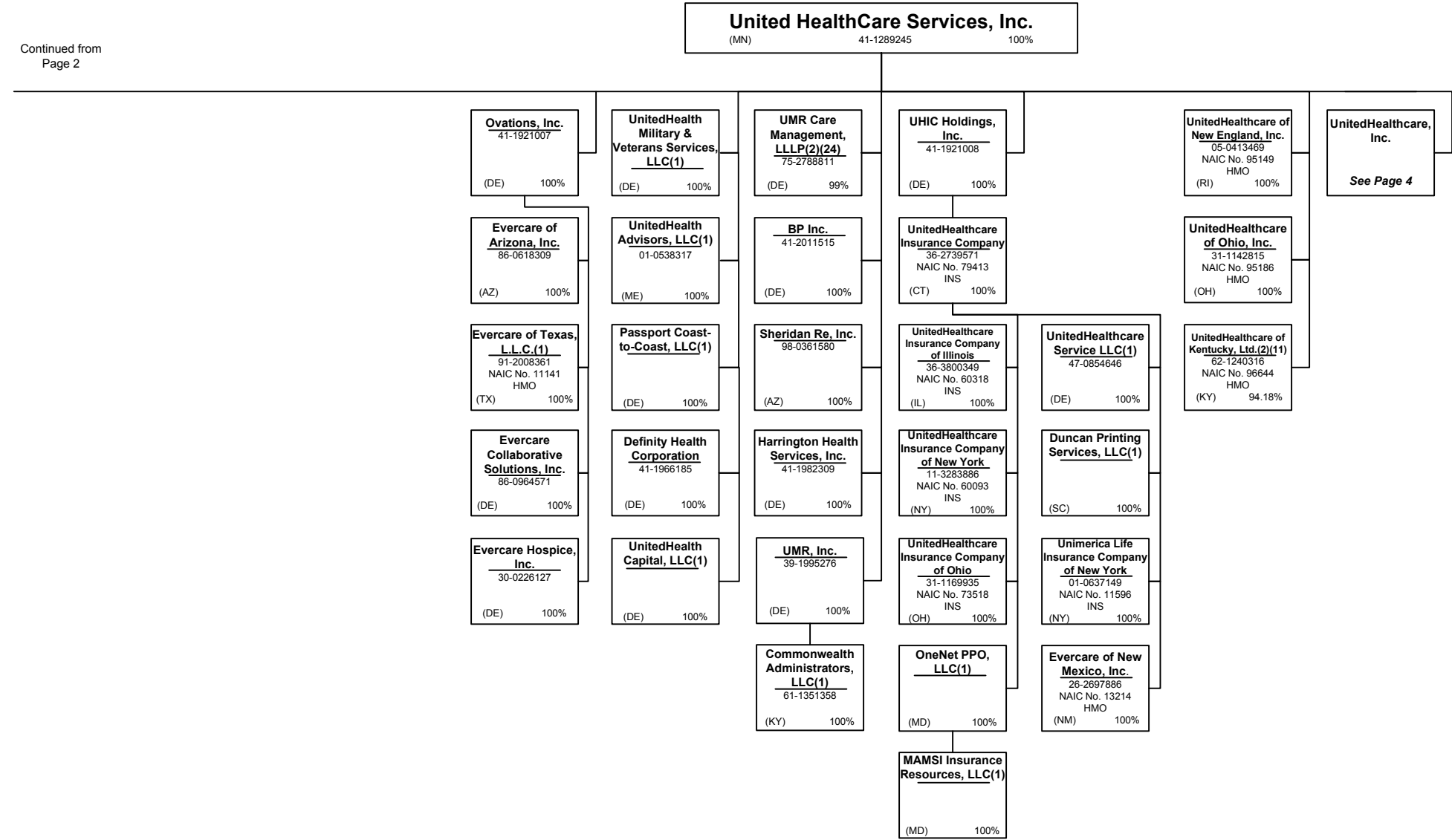
15.1



Continued on
Page 3

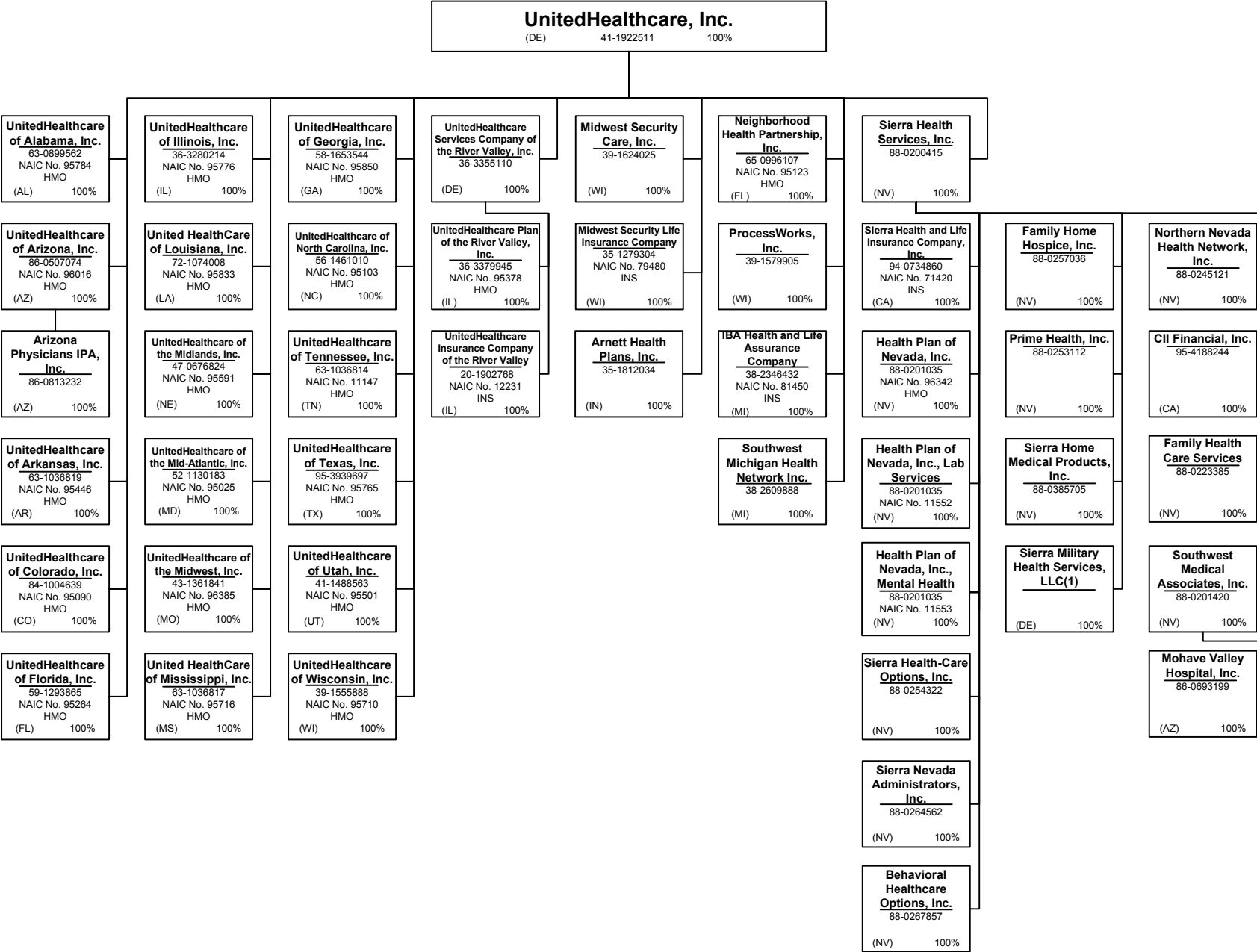
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART

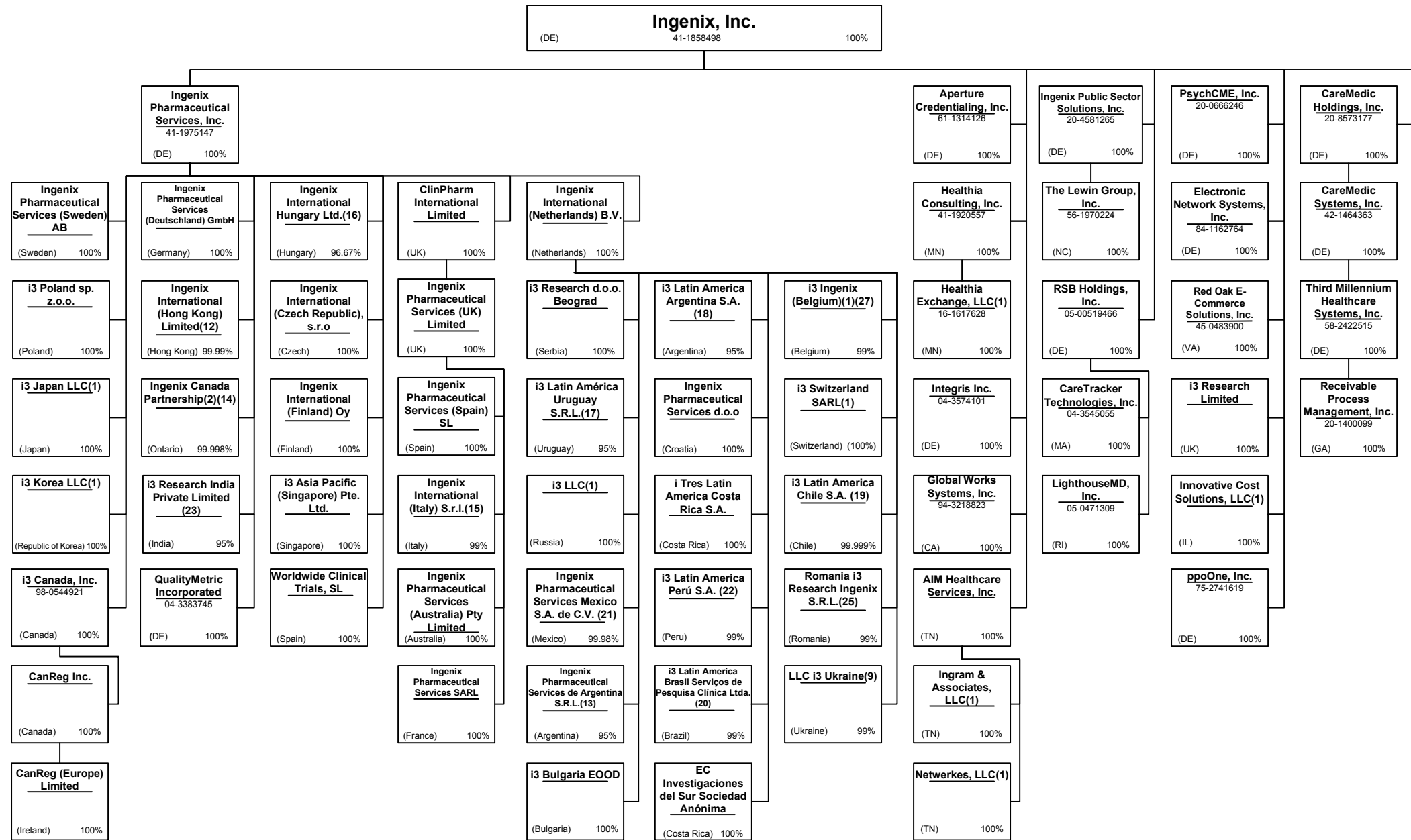


SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

Notes

All legal entities on the Organization Chart are Corporations unless otherwise indicated.

- (1) Entity is a Limited Liability Company
- (2) Entity is a Partnership
- (3) Entity is a Non-Profit Corporation
- (4) Control of the Foundation is based on sole membership, not the ownership of voting securities
- (5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC
- (6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.
- (7) UnitedHealth Group International B.V. is 70.56% owned by UnitedHealth Group Incorporated and 29.44% owned by United HealthCare Services, Inc.
- (8) United Healthcare India (Private) Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.
- (9) LLC i3 Ukraine is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.
- (10) UnitedHealthcare Asia Limited is 99% owned by UnitedHealthcare International Asia, LLC and 1% owned by UnitedHealth International, Inc.
- (11) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.
- (12) Ingenix International (Hong Kong) Limited is 99.99% owned by Ingenix Pharmaceutical Services, Inc. and 0.01% owned by Ingenix, Inc.
- (13) Ingenix Pharmaceutical Services de Argentina S.R.L is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix, Inc.
- (14) Ingenix Canada Partnership is 99.998% owned by Ingenix Pharmaceutical Services, Inc. and 0.002% owned by Ingenix, Inc.
- (15) Ingenix International (Italy) S.r.l. is 99% owned by Ingenix Pharmaceutical Services (UK) Limited and 1% owned by Ingenix Pharmaceutical Services, Inc.
- (16) Ingenix International Hungary Ltd. is 96.67% owned by Ingenix Pharmaceutical Services, Inc. and 3.33% owned by Ingenix, Inc.
- (17) i3 Latin América Uruguay S.R.L. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.
- (18) i3 Latin America Argentina S.A. is 95% owned by Ingenix International (Netherlands) B.V. and 5% owned by Ingenix Pharmaceutical Services, Inc.
- (19) i3 Latin America Chile S.A. is 99.9999% owned by Ingenix International (Netherlands) B.V. and 0.0001% owned by Ingenix Pharmaceutical Services, Inc.

- (20) i3 Latin America Brasil Serviços de Pesquisa Clínica Ltda. Is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.
- (21) Ingenix Pharmaceutical Services Mexico S.A. de C.V. is 99.98% owned by Ingenix International (Netherlands) B.V. The remaining 0.02% is owned by i3 Latin America Argentina S.A..
- (22) i3 Latin America Perú S.A. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by i3 Latin America Argentina S.A.
- (23) i3 Research India Private Limited is 95% owned by Ingenix Pharmaceutical Services, Inc. and 5% owned by Ingenix, Inc.
- (24) Limited partnership interest is held by United HealthCare Services, Inc. (99%). General partnership interest is held by UMR, Inc. (1%)
- (25) Romania i3 Research Ingenix S.R.L. is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services (UK) Limited
- (26) Dental Benefit Providers, Inc. is 99.999% owned by United HealthCare Services, Inc. and 0.001% owned by PacificDental Benefits, Inc.
- (27) i3 Ingenix (Belgium) is 99% owned by Ingenix International (Netherlands) B.V. and 1% owned by Ingenix Pharmaceutical Services, Inc.
- (28) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?

NO

Explanation:

1.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



STATEMENT AS OF SEPTEMBER 30, 2010 OF THE Great Lakes Health Plan, Inc.

OVERFLOW PAGE FOR WRITE-INS

Additional Write-ins for Capital and Surplus Account Line 47

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
4704. 2007 change in deferred tax correction of error		(649,007)	(649,007)
4705. 2008 pharmacy expense correction of error			(2,006,438)
4706. 2008 goodwill write-off			(6,363,976)
4707. Income to surplus (tax provision)			781,005
4797. Summary of remaining write-ins for Line 47 from overflow page	0	(649,007)	(8,238,416)

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying value		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest points and commitment fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase (decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and depreciation		
9. Total foreign exchange change in book/adjusted carrying value		
10. Deduct current year's other than temporary impairment recognized		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Deduct total nonadmitted amounts		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	25,345,816	33,710,244
2. Cost of bonds and stocks acquired	7,625,294	4,000,970
3. Accrual of discount	20,298	87,985
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	152,979	135,321
6. Deduct consideration for bonds and stocks disposed of	4,449,673	12,369,188
7. Deduct amortization of premium	127,907	199,135
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	2,620	20,381
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	28,564,187	25,345,816
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	28,564,187	25,345,816

STATEMENT AS OF SEPTEMBER 30, 2010 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a)	163,001,388	777,522,396	797,096,793	71,423	146,457,023	163,001,388	143,498,414	100,883,392
2. Class 2 (a)	1,322,939	1,414,525	258,334	(131,548)	1,194,171	1,322,939	2,347,582	1,215,046
3. Class 3 (a)	0	0	0	0	0	0	0	0
4. Class 4 (a)	0	0	0	0	0	0	0	0
5. Class 5 (a)	0	0	0	0	0	0	0	0
6. Class 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	164,324,327	778,936,921	797,355,127	(60,125)	147,651,194	164,324,327	145,845,996	102,098,438
PREFERRED STOCK								
8. Class 1	0	0	0	0	0	0	0	0
9. Class 2	0	0	0	0	0	0	0	0
10. Class 3	0	0	0	0	0	0	0	0
11. Class 4	0	0	0	0	0	0	0	0
12. Class 5	0	0	0	0	0	0	0	0
13. Class 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	164,324,327	778,936,921	797,355,127	(60,125)	147,651,194	164,324,327	145,845,996	102,098,438

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$69,941,605 ; NAIC 2 \$729,836 ; NAIC 3 \$;
NAIC 4 \$; NAIC 5 \$; NAIC 6 \$

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	72,344,342	XXX	72,370,672	49,136	168,650

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	76,752,623	62,505,571
2. Cost of short-term investments acquired	720,310,891	817,629,965
3. Accrual of discount	235	0
4. Unrealized valuation increase (decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	724,692,842	803,382,913
7. Deduct amortization of premium	26,565	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	72,344,342	76,752,623
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	72,344,342	76,752,623

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards
N O N E

Schedule DB - Part B - Verification - Futures Contracts
N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open
N O N E

Schedule DB - Part C - Section 2 - Reconciliation of Replication (Synthetic Asset) Transactions Open
N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of
Derivatives
N O N E

SCHEDULE E - VERIFICATION

(Cash Equivalents)

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	
2. Cost of cash equivalents acquired	473,396,205	
3. Accrual of discount	4,598	
4. Unrealized valuation increase (decrease)	0	
5. Total gain (loss) on disposals	0	
6. Deduct consideration received on disposals	428,462,000	
7. Deduct amortization of premium	1,335	
8. Total foreign exchange change in book/adjusted carrying value	0	
9. Deduct current year's other than temporary impairment recognized	0	
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	44,937,468	0
11. Deduct total nonadmitted amounts	0	
12. Statement value at end of current period (Line 10 minus Line 11)	44,937,468	0

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired
N O N E

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid
N O N E

STATEMENT AS OF SEPTEMBER 30, 2010 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
3133XS-4S-4	FHLB Note Non Call 3.625% 09/16/1109/15/2010	HSBC Securities Inc		1,549,080	1,500,000	..0	1FE.....
912828-NT-3	US Treasury Note 2.625% 08/15/2008/17/2010	Morgan Stanley		599,581	600,000	..128	1.....
912828-NT-3	US Treasury Note 2.625% 08/15/2009/13/2010	HSBC Securities Inc		841,039	850,000	..1,819	1.....
0399999. Bonds - U.S. Governments						2,989,700	2,950,000	1,947	XXX
64579F-C7-6	NJ Health Care Fac Rev Bond Non Call 4.000% 01/01/1308/12/2010	Merrill Lynch		213,821	205,000	..0	2FE.....
3199999. Bonds - U.S. Special Revenues						213,821	205,000	0	XXX
14041N-EF-4	Capital One 2008-A5 A5 ABS 4.850% 02/18/1409/28/2010	Deutsche Bank		1,022,617	1,000,000	..2,156	1FE.....
17305E-EP-6	Citibank Cc 2009-A3 A3 ABS 2.700% 06/23/1309/28/2010	UBS Financial Services		406,313	400,000	..2,940	1FE.....
25179S-AC-4	Devon Financing Corp Note MW 30BP 6.875% 09/30/1109/28/2010	Stifel Nicolaus & Co.		99,642	94,000	..18	2FE.....
25179S-AC-4	Devon Financing Corp Note MW 30BP 6.875% 09/30/1109/29/2010	Jefferys and Company		371,091	350,000	..267	2FE.....
3899999. Bonds - Industrial and Miscellaneous (Unaffiliated)						1,899,663	1,844,000	5,381	XXX
8399997. Total - Bonds - Part 3						5,103,184	4,999,000	7,328	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						5,103,184	4,999,000	7,328	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						5,103,184	XXX	7,328	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues

STATEMENT AS OF SEPTEMBER 30, 2010 OF THE Great Lakes Health Plan, Inc.

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22
										11	12	13	14	15							
CUSIP Ident-ification	Description	For-foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recog-nized	Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book /Adjusted Carrying Value	Book/ Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received DuringYear	Maturity Date	NAIC Desig-nation or Market In-dicator (a)
218086-BA-3	Coraville IA Ctfs Partn Rev Bond Call Sink 5.250% 06/01/26		07/26/2010	Oppenheimer and Co.		41,318	40,000	40,518	40,518	.0	(38)	.0	(38)	.0	40,480	.0	.838	.838	1,388	06/01/2026	1FE
218086-BA-3	Coraville IA Ctfs Partn Rev Bond Call Sink 5.250% 06/01/26		07/27/2010	Oppenheimer and Co.		41,298	40,000	40,518	40,518	.0	(38)	.0	(38)	.0	40,480	.0	.818	.818	1,394	06/01/2026	1FE
218086-BA-3	Coraville IA Ctfs Partn Rev Bond Call Sink 5.250% 06/01/26		07/27/2010	RBC Capital Markets		87,757	85,000	86,102	86,101	.0	(82)	.0	(82)	.0	86,019	.0	1,738	1,738	2,963	06/01/2026	1FE
218086-BA-3	Coraville IA Ctfs Partn Rev Bond Call Sink 5.250% 06/01/26		07/28/2010	JP Morgan Chase		345,857	335,000	339,342	339,340	.0	(327)	.0	(327)	.0	339,013	.0	6,845	6,845	11,774	06/01/2026	1FE
3128MM-KR-3	FHLMC Pool G18303 MBS 4.500% 03/01/24		07/01/2010	Paydown		10,060	10,060	10,286	10,286	.0	(226)	.0	(226)	.0	10,060	.0	.0	.0	264	03/01/2024	1
3128MM-KR-3	FHLMC Pool G18303 MBS 4.500% 03/01/24		08/01/2010	Paydown		14,791	15,123	15,135	15,123	.0	(332)	.0	(332)	.0	14,791	.0	.0	.0	444	03/01/2024	1
3128MM-KR-3	FHLMC Pool G18303 MBS 4.500% 03/01/24		09/01/2010	Paydown		19,576	20,032	20,016	20,016	.0	(440)	.0	(440)	.0	19,576	.0	.0	.0	661	03/01/2024	1
3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		07/01/2010	Paydown		17,956	17,974	17,974	17,974	.0	(16)	.0	(16)	.0	17,956	.0	.0	.0	524	01/01/2023	1
3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		08/01/2010	Paydown		45,064	45,064	45,109	45,103	.0	(40)	.0	(40)	.0	45,064	.0	.0	.0	1,502	01/01/2023	1
3128PJ-LL-9	FHLMC Pool J06631 MBS 5.000% 01/01/23		09/01/2010	Paydown		69,951	69,951	70,022	70,013	.0	(62)	.0	(62)	.0	69,951	.0	.0	.0	2,623	01/01/2023	1
31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		07/01/2010	Paydown		373	379	379	379	.0	(4)	.0	(4)	.0	373	.0	.0	.0	13	05/01/2016	1
31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		08/01/2010	Paydown		458	458	465	463	.0	(5)	.0	(5)	.0	458	.0	.0	.0	18	05/01/2016	1
31376J-VP-1	FNMA Pool 357122 MBS 6.000% 05/01/16		09/01/2010	Paydown		360	366	364	364	.0	(4)	.0	(4)	.0	360	.0	.0	.0	16	05/01/2016	1
31406P-KB-4	FNMA Pool 815790 MBS 5.000% 05/01/23		07/01/2010	Paydown		2,380	2,380	2,482	2,479	.0	(99)	.0	(99)	.0	2,380	.0	.0	.0	69	05/01/2023	1
31406P-KB-4	FNMA Pool 815790 MBS 5.000% 05/01/23		08/01/2010	Paydown		2,428	2,428	2,532	2,529	.0	(101)	.0	(101)	.0	2,428	.0	.0	.0	81	05/01/2023	1
31406P-KB-4	FNMA Pool 815790 MBS 5.000% 05/01/23		09/01/2010	Paydown		2,092	2,092	2,182	2,179	.0	(87)	.0	(87)	.0	2,092	.0	.0	.0	78	05/01/2023	1
31411B-EH-2	FNMA Pool 902936 MBS 5.000% 12/01/21		07/01/2010	Paydown		1,433	1,433	1,494	1,492	.0	(59)	.0	(59)	.0	1,433	.0	.0	.0	42	12/01/2021	1
31411B-EH-2	FNMA Pool 902936 MBS 5.000% 12/01/21		08/01/2010	Paydown		153	160	160	160	.0	(6)	.0	(6)	.0	153	.0	.0	.0	5	12/01/2021	1
31411B-EH-2	FNMA Pool 902936 MBS 5.000% 12/01/21		09/01/2010	Paydown		959	999	1,000	999	.0	(40)	.0	(40)	.0	959	.0	.0	.0	36	12/01/2021	1
31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		07/01/2010	Paydown		169	172	171	171	.0	(2)	.0	(2)	.0	169	.0	.0	.0	6	01/01/2022	1
31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		08/01/2010	Paydown		170	170	173	172	.0	(2)	.0	(2)	.0	170	.0	.0	.0	7	01/01/2022	1
31411H-MZ-0	FNMA Pool 908576 MBS 6.000% 01/01/22		09/01/2010	Paydown		198	198	201	200	.0	(3)	.0	(3)	.0	198	.0	.0	.0	9	01/01/2022	1
405815-FW-6	5.250% 06/01/15		08/05/2010	First Union/Wachovia		274,883	250,000	258,873	261,977	.0	(1,023)	2,620	(3,643)	.0	258,334	.0	16,548	16,548	9,078	06/01/2015	2FE
546398-SZ-2	LA Pub Fac Auth Rev Bond Non Call 5.000% 08/01/12		09/15/2010	Stifel Nicolaus & Co.		537,560	500,000	530,300	516,844	.0	(4,541)	.0	(4,541)	.0	512,303	.0	25,257	25,257	28,403	08/01/2012	1FE
60636X-E2-5	MO St Hsg Dev Comm Sgl Rev Bond Call Sink 5.050% 03/01/38		09/01/2010	Call 100.0000		10,000	10,000	10,438	10,380	.0	(380)	.0	(380)	.0	10,000	.0	.0	.0	505	03/01/2038	1FE
646135-XS-7	NJ Trans Rev Bond Non Call 5.500% 12/15/17		08/12/2010	Janney Montgomery, Scott		295,938	250,000	289,493	.0	.0	(1,938)	.0	(1,938)	.0	287,555	.0	8,383	8,383	9,243	12/15/2017	1FE
68803R-AH-9	Osceola Cnty FL Sch Rev Bond Non Call 5.000% 06/01/15		09/16/2010	Morgan Stanley		559,730	500,000	540,540	528,328	.0	(3,447)	.0	(3,447)	.0	524,882	.0	34,848	34,848	20,139	06/01/2015	1FE
3199999. Bonds - U.S. Special Revenues						2,382,912	2,198,571	2,326,296	2,014,104	0	(13,342)	2,620	(15,962)	0	2,287,637	0	95,275	95,275	91,285	XXX	XXX
8399997. Total - Bonds - Part 4						2,382,912	2,198,571	2,326,296	2,014,104	0	(13,342)	2,620	(15,962)	0	2,287,637	0	95,275	95,275	91,285	XXX	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8399999. Total - Bonds						2,382,912	2,198,571	2,326,296	2,014,104	0	(13,342)	2,620	(15,962)	0	2,287,637	0	95,275	95,275	91,285	XXX	XXX
8999997. Total - Preferred Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799997. Total - Common Stocks - Part 4						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX
9999999 - Totals						2,382,912	XXX	2,326,296	2,014,104	0	(13,342)	2,620	(15,962)	0	2,287,637	0	95,275	95,275	91,285	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues.....

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
N O N E

Schedule DB - Part B - Section 1 - Futures Contracts Open
N O N E

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
N O N E

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open
N O N E

SCHEDULE E - PART 1 - CASH

[illegible]

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

[illegible]